### EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092 Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This is	s bid number
of_	bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquircr is:	ING Bank,	fab	Wilmington,	DE	
	(Name,	City, State)	)		

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids <u>must</u> be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only

- 1.0 % of Assumed Deposits.
- B. Loan Pool Purchase Options with the Deposit Franchise (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)
  - Exercise the option to purchase certain or all Loan Pools
  - [X] Waive the option to purchase certain or all Loan Pools

2005/013

		,			
		Th	is i	s bid number	
		0	f_	bids submitted	<u>1.</u>
m	. Loan Pool Purchase	L			_
	A. The Potential Acquirer is:N/A				
	(Name, City, State)			······································	_
	Loan Pools				
110	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome		%	of Deels Value	
120			<del>%</del>		
130	SFR Non-Jumbo ARMS Alt Docs Loans – Everhome		_	of Book Value. of Book Value.	•
140	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome			of Book Value.	
150	SFR Jumbo Fixed Alt Docs Loans - Everhome			of Book Value.	
170	SFR Jumbo ARM Alt Docs Loans - Everhome			of Book Value.	
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome			of Book Value.	
180	SFR Sub-Prime First Lien - Everhome			of Book Value.	
190				of Book Value.	
200	I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome			of Book Value.	
202	I/O Non-Jumbo ARMS Alt Doc - Everhome			of Book Value.	
204	I/O Jumbo & Option ARMS Full Docs - Everhome			of Book Value.	
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome			of Book Value.	
210	Government Loans FHA / VA Loans - Everhome			of Book Value.	
220	Lease Portfolio - NBF				
230	All Other Secured Commercial			of Book Value.*	
240	2nd Mortgage SFR Consumer - Everhome			of Book Value.	
245	2nd Mtg SFR Consumer- Not Everhome		_	of Book Value.	
250	Home Equity Line of Credit - GMAC		_	of Book Value.	
252	Home Equity Line Of Credit - Everhome		_	of Book Value.	
000	The same of the sa	<u></u>	6	of Book Value.	

## B. Note: Linked Bids

255 HELOCs - Not Everhome or GMAC

280 Community Reinvestment - Net Bank

260 Other Secured Consumer - SST

Bids on the above Loan Pools:

are linked to each other
 are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

% of Book Value.

% of Book Value.

% of Book Value.

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

		This is	bid number
		of_	bids submitted.
NetI	Bank Business Finance		
given th	e option to acquire and assume all other assets an	se Portfol nd liabilit	io – NBF), you are les associated with
(1)		ed by Ne	tBank Business
(2)	assuming the leases for or purchasing all furni- cquipment located at the premises utilized by i	NetBank I	Business Finance:
(3)	assuming all contracts and any other agreemen utilized by NetBank Business Finance; and	its associa	ated with or
(4)	purchasing all other assets and assuming all of with or utilized by NetBank Business Finance	which ap	pears on the books
The p	rice for any asset purchased pursuant to this option to the amount paid for Loan Pool 220 (Lease	on shall t Portfolio	e its Book Value - NBF).
Ifyou	are the winning bidder for Loan Pool 220 (Leas	e Portfoli	o – NBF), you
	Exercise the foregoing option. Waive the foregoing option.		
	NetE If you given the lized by (1) (2) (3) (4) The present additional additio	NetBank Business Finance  If you are the winning bidder for Loan Pool 220 (League the option to acquire and assume all other assets at lized by NetBank Business Finance. This will include;  (1) being assigned the lease for the premises utilized Finance;  (2) assuming the leases for or purchasing all furnic equipment located at the premises utilized by the company of the assets and any other agreement utilized by NetBank Business Finance; and  (4) purchasing all other assets and assuming all of with or utilized by NetBank Business Finance and records of either the Failed Bank or NetBank The price for any asset purchased pursuant to this option addition to the amount paid for Loan Pool 220 (Lease If you are the winning bidder for Loan Pool 220 (Lease Lexercise the foregoing option.	[] Bids on the Loan Pools are linked to the deposit franchise [] Bids on the Loan Pools are not linked to the deposit france  NetBank Business Finance  If you are the winning bidder for Loan Pool 220 (Lease Portfol given the option to acquire and assume all other assets and liabilit lized by NetBank Business Finance. This will include;  (1) being assigned the lease for the premises utilized by NetFinance;  (2) assuming the leases for or purchasing all furniture, fixtue equipment located at the premises utilized by NetBank 1(3) assuming all contracts and any other agreements associate utilized by NetBank Business Finance; and  (4) purchasing all other assets and assuming all other liability with or utilized by NetBank Business Finance which appeared to the price for any asset purchased pursuant to this option shall the price for any asset purchased pursuant to this option shall the addition to the amount paid for Loan Pool 220 (Lease Portfolio If you are the winning bidder for Loan Pool 220 (Lease Portfolio If you are the foregoing option.

This is bid number		
of	_ bids submitted.	

### D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

<u>%</u>	of Combined	Book	Value for	all nine	(9) Pools.
----------	-------------	------	-----------	----------	------------

Bid on	the Shared	Loss Loan	Pool is l	inked to the	deposit fran	chise bid.
Bid on	the Shared	Loss Loan	Pool is 1	ot linked to	the deposit	franchise bid

This is bid number

		of bids submitted.							
IV.	Resulting Institution Information (Place "Xs" where and as appropriate)								
	A.	If the Potential Acquirer's Bid is accepted:							
		(i) the resulting financial institution will be a							
		bank thrift							
		(ii) the resulting financial institution							
will will not involve a de novo institution									
		(iii) the resulting financial institution							
		will will not be operated as a branch of the Acquirer							
	Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be								
		ING Bank, fsb							
		and such institution will be a:							
		national bank state member bank state non member bank  tederal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)							
(	C.	To be completed only if a holding company is involved:							

			This is bid number
	Na	ne of holding company:	of bids submitted
		NG DIRECT Bancorp	
		d Direct Bancorp	
	Ado	ress of holding company:	
	Or.	e South Orange Street	
	wi	mington, DE 19801	
	The	holding company will be a:	
		bank holding company thrift holding company	
v.	Contact		
	The following	g person is the designated contact person	n for the Potential Acquirer:
	Name:	Stephan Klee	
	Title:	Head of Management Reporting and	Enterprise Development
	Address:	One South Orange Street	
		Wilmington, DE 19801	
	Telephone:	(302) 255-3029 (office)	
	··-EAssa4	(office)	
		(other)	
	Facsimile:		

	This is bid number of bids submitted.
cc: Name:	

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Fruited 14ame of Potential Acquirer	
ING Bank, fsb	

	This is bid number of bids submitted.
By: (signature) Name: Stephan Klee	
Title: Head of Management Reporting and End Date: September 26, 2007	tempore Development

1/4

# EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation

1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This is bid number	
of 6 bids submit	ted.

Bids on the Loan Pools are linked to the deposit franchise bid.

Bids on the Loan Pools are not linked to the deposit franchise bid.

#### C. NetBank Business Finance

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

N/A Exercise the foregoing option.

Waive the foregoing option.

This is bid number \( \brace{\lambda} \) bids submitted.

#### D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

BB.5% of Combined Book Value for all nine (9) Pools.

Bid is based on assumption that the Mexicum Loss Share Obligation is 42%, 500,000

[] Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.

[X] Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

[X] Bid on Shared Loss Loan Pool is not linked to the deposit franchise bid.

[X] Bid on Shared Loss Loan Pool is linked to Loun Pool on Page 3

This is bid number	
of 6 bids submitt	cd.

- IV. Resulting Institution Information (Place "Xs" where and as appropriate)
  - A. If the Potential Acquirer's Bid is accepted:
    - (i) the resulting financial institution will be a

\_\_\_\_ bank \_\_\_\_\_ thrift

(ii) the resulting financial institution

will will not involve a de novo institution

(iii) the resulting financial institution

will will not be operated as a branch of the Acquirer

B. Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be

EverBank

and such institution will be a:

national bank
state member bank
state non member bank
federal savings bank
state savings bank
federal savings and loan association
state savings and loan association
other (please explain)

C. To be completed only if a holding company is involved:

2/4

# EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation

1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This is bi	d number 🔔
of b	bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is: No Bid - Loun Asset Bid Only

Insured Deposits Only \_\_\_\_\_\_\_ % of Assumed Deposits.

B. Loan Pool Purchase Options with the Deposit Franchise (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools
Waive the option to purchase certain or all Loan Pools

[X] Lown Asset Bid only

This is bid number 2 of bids submitted.

86.0 % of Book Value.

#### III. Loan Pool Purchase

A. The Potential Acquirer is: Everbone (Name, City, State)

Loan Pools

110 SFR Non-Jumbo Fixed Alt Docs Loans – Everhome
120 SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome
130 SFR Non-Jumbo ARMS Alt Docs Loans – Everhome
140 SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome
150 SFR Jumbo Fixed Alt Docs Loans – Everhome

175 SFR Jumbo ARM Alt Docs Loans - Not Everhome
180 SFR Sub-Prime First Lien - Everhome
190 SFR Sub-Prime Second Lien - Everhome
200 V/O I - 10 - 20 No. 10 - 20 No. 10 No

206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome
210 Government Loans FHA / VA Loans - Everhome
220 Lease Portfolio - NBF

206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome
210 Government Loans FHA / VA Loans - Everhome
220 Lease Portfolio - NBF

230 All Other Secured Commercial

240 2nd Mortgage SFR Consumer - Everhome

No. Rid. % of Book Value.\*

No. Rid. % of Book Value.

Yh. 0 % of Book Value.

245 2nd Mortgage SFR Consumer - Everhome
246 2nd Mtg SFR Consumer - Not Everhome
250 Home Equity Line of Credit - GMAC
250 Home Equity Line of Credit - GMAC
250 Ye . 0 % of Book Value.
250 Ye . 0 % of Book Value.

252 Home Equity Line Of Credit – Everhome
255 HELOCs – Not Everhome or GMAC

260 Of Book Value.

260 % of Book Value.

260 Other Secured Consumer - SST

280 Community Reinvestment - Net Bank

No Bid % of Book Value.

No Bid % of Book Value.

\* By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

# B. Note: Linked Bids

Bids on the above Loan Pools:

170 SFR Jumbo ARM Alt Docs Loans - Everhome

inked to each other are not linked to each other

<u>Note:</u> If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

	This is bid number 2 of bids submitted.
Bids on the Loan Pools are linked to the Bids on the Loan Pools are not linked to	deposit franchise bid. the deposit franchise bid.

## C. NetBank Business Finance

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio - NBF), you will:

Exercise the foregoing option.

Waive the foregoing option.

4

MIA

This is bid number 2 of 6 bids submitted.

## D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

No 610% of Combined Book Value for all nine (9) Pools.

[\_] Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.
Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

	This is old hamber 2
ĺ	of 6 bids submitted
Į	
¢	appropriate)
	appropriate)

Res	sulting Institution Information (Place "Xs" where and as appropriate)
A.	If the Potential Acquirer's Bid is accepted:
	(i) the resulting financial institution will be a
	bank thrift
	(ii) the resulting financial institution
	will X will not involve a de novo institution
	(iii) the resulting financial institution
	will X will not be operated as a branch of the Acquirer
B.	Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be
	EverBank
	and such institution will be a:
	national bank state member bank state non member bank federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)
	<b>A</b> .

C. To be completed only if a holding company is involved:

This is bid	number 1
of <u>b</u>	oids submitted.
L	

cc: Name:

Thomas A. Hajda

# VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer	
EverBank	

1101111	This is bid number 2 of 6 bids submitted.
By: W.Bl Ul	
(signature) Name: W. Blake Wilson	
Title: President and Chief Financial Officer	
Date: September 26, 2007	

3/6

# EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This	is bi	d numbe	r_3
of.	6	bids sub	mitted.

- I. Omitted
- II. Purchase and Assumption Bid

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

NO BID

Insured Deposits Only

o BiO % of Assumed Deposits.

- B. Loan Pool Purchase Options with the Deposit Franchise
  (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)
  - Exercise the option to purchase certain or all Loan Pools
    Waive the option to purchase certain or all Loan Pools

[x] Loun asset bid only

This is bid number \_3 of \_b bids submitted.

## M. Loan Pool Purchase

A. The Potential Acquirer is: Ever Bank Jacksunville, Florida (Name, City, State) Loan Pools

252 255 260	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome SFR Jumbo Fixed Alt Docs Loans - Everhome SFR Jumbo ARM Alt Docs Loans - Everhome SFR Jumbo ARM Alt Docs Loans - Not Everhome SFR Jumbo ARM Alt Docs Loans - Not Everhome SFR Sub-Prime First Lien - Everhome I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs - Everhome I/O Non-Jumbo ARMS Alt Doc - Everhome I/O Jumbo & Option ARMS Full Docs - Everhome I/O Non-Jumbo ARM Alt Doc Loans - Everhome Government Loans FHA / VA Loans - Everhome Government Loans FHA / VA Loans - Everhome Lease Portfolio - NBF All Other Secured Commercial 2nd Mortgage SFR Consumer - Everhome Home Equity Line of Credit - GMAC Home Equity Line Of Credit - Everhome HELOCs - Not Everhome or GMAC Other Secured Consumer - SST	43.50% 43.50%	of Book Value.
255	HELOCs - Not Everhome or GMAC Other Secured Consumer SCT	<u> 9a.so %</u>	of Book Value.
	Community Reinvestment - Not Donl.	<u>40 B10 %</u>	of Book Value. of Book Value.
+ -	1111		

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

#### B. Note: Linked Bids

Bids on the above Loan Pools:

are linked to each other are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to each other.

This is bid number 3 of 6 bids submitted.

### D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

resion % of Combined Book Value for all nine (9) Pools.

Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.

Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

This is bid number 3 of 6 bids submitted	
appropriate)	

rv.	Res	sulting Institution Information (Place "Xs" where and as appropriate)
	A.	If the Potential Acquirer's Bid is accepted:
		(i) the resulting financial institution will be a
		bank X thrift
		(ii) the resulting financial institution
		will will not involve a de novo institution
		(iii) the resulting financial institution
		will will not be operated as a branch of the Acquirer
B. Upon consummation of any transaction contemplated in this Bid, the resulting financial institution involved in the transaction will be		
		EverBank
		and such institution will be a:
		national bank state member bank state non member bank federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)

C. To be completed only if a holding company is involved:

	N:	ame of holding company:	of _b bids submitted.
	Ac	ddress of holding company:	
	_		
	The	bank holding company thrift holding company	
v.	Contact		
	The follow	ing person is the designated contact person for the P	otential Acquirer:
		. Blake Wilson	
		esident and Chief Financial Officer	
	Address:	501 Riverside Avenue, 12th Flo	
		Jacksonville, Florida 32202	
	Telephone:	(904) 623-8103 (office)	
		(other)	
	Facsimile:	(904) (-23 - 8100	

of <u>b</u> bids submitted.
-----------------------------

cc: Name:

Thomas A. Hajda

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Frinted Name of	Potential Acquirer	
EverBank		

1101111	This is bid number <u>3</u> of <u>b</u> bids submitted.
By: (signature) Name: W. Blake Wilson	
Title: President and Chief Financial Officer	
Date: September 26, 2007	

4/4

# EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Ever Bank

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This is bid number 4 of bids submitted.

- L Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: EverBank Jacksonville, Florida (Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only

O % of Assumed Deposits. (Par Bid)

B. Loan Pool Purchase Options with the Deposit Franchise
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools
Waive the option to purchase certain or all Loan Pools

This is bid number 4 of bids submitted.

#### III. Loan Pool Purchase

A. The Potential Acquirer is: Loan Pools 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome % of Book Value. 120 SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome % of Book Value. 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome % of Book Value. 140 SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome 81,94 % of Book Value. 150 SFR Jumbo Fixed Alt Docs Loans - Everhome % of Book Value. 170 SFR Jumbo ARM Alt Docs Loans - Everhome % of Book Value. 175 SFR Jumbo ARM Alt Docs Loans - Not Everhome % of Book Value. 180 SFR Sub-Prime First Lien - Everhome % of Book Value. 190 SFR Sub-Prime Second Lien - Everhome 81,94 % of Book Value. 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome % of Book Value. 202 I/O Non-Jumbo ARMS Alt Doc - Everhome % of Book Value. 204 I/O Jumbo & Option ARMS Full Docs - Everhome % of Book Value. 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome % of Book Value. 210 Government Loans FHA / VA Loans - Everhome % of Book Value. 220 Lease Portfolio - NBF % of Book Value.\* 230 All Other Secured Commercial % of Book Value. 240 2nd Mortgage SFR Consumer - Everhome % of Book Value. 245 2nd Mtg SFR Consumer- Not Everhome % of Book Value. 250 Home Equity Line of Credit - GMAC % of Book Value. 252 Home Equity Line Of Credit - Everhome % of Book Value. 255 HELOCs - Not Everhome or GMAC % of Book Value.

## B. Note: Linked Bids

260 Other Secured Consumer - SST

280 Community Reinvestment - Net Bank

Bids on the above Loan Pools:

[X] are linked to each other while we linked to Share Low Pools up Page 5

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

% of Book Value.

% of Book Value.

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

Waive the foregoing option.		1.1 . 1
Exercise the foregoing option.  Waive the foregoing option.		AIN
not stamped and		:[liw
are the winning bidder for Loan Pool 220 (Lease Portfolio – $NBF$ ), you	uoyJI	-113
on to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).	יוז שחרונו	1 30 179110 ave
rice for any asset purchased pursuant to this option shall be its Book Value	rg ədT Hibbs o	ed fleds bus
and records of either the Failed Bank or NetBank Business Finance.		
the transfer doidly appealing all all all all and a second		
Purchasing all other assets and assuming all other liet interest	(þ)	
assuming all contracts and any other agreements associated with or utilized by MetBank Business Finance; and		
equipment located at the premises utilized by Methant, puripose many	(£)	
assuming the leases for or purchasing all furniture, fixtures, and	(7)	
<b>(</b>	(6)	
being assigned the lease for the premises utilized by MetBank Business	(1)	
y NetBank Business Finance. This will include;	יוז דבכת ח	tt ro
		osir
ou are the winning bidder for Loan Pool 220 (Lease Portfolio – MBF), you are	Ityc	•
Bank Business Finance	[19N]	.D
Bids on the Loan Pools are not linked to the deposit franchise bid.	ra	
Bids on the Loan Pools are linked to the deposit franchise bid.	<b>\_</b> ]	
	. L.	
of 6 bids submitted.		
Todmun bid si sinT		

This is bid number 4 of bids submitted.

## D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

81.94% of Combined Book Value for all nine (9) Pools.

Bid is hased on assumption that the Maximum Loss Share Obligation

15 \$28,500,000

[L] Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.

[] Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

[x] Bid on shared Lous Loun Pool is linked to Loun Pools on Page 3

This	is bi	d numl	er_	4
of	6	bids s	ubn	itted.'

IV.	Resulting	Institution	Information	(Place "	"Xs" 1	where and	สร สกกาดเ	oriate
1 Y .	VENTITUE	THEFTICAL	THEOLINE HORSE	{ F IAUG	$\sim$ 1	wiicie aliu	as appror	ואוונ

A.	if the l	Potential Acquirer's Bid is accepted:				
	(i)	the resulting financial institution will be a				
		bank thrift				
	(ii)	the resulting financial institution				
		will will not involve a de novo institution				
	(iii)	the resulting financial institution				
		will will not be operated as a branch of the Acquirer				
B.	Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be					
	Everi	3 ank				
	and such institution will be a:					
		national bank state member bank state non member bank federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)				

C. To be completed only if a holding company is involved:

			This is bid number $4$ of $6$ bids submitted.				
	Nam	e of holding company:					
	Add	ress of holding company:					
	The holding company will be a:						
		bank holding company thrift holding company					
V.	Contact						
	The following	ng person is the designated contact person for the	Potential Acquirer:				
	Name: W.	Blake Willon					
	Title: Pr	sident and Chief Financial Officer					
	Address:	501 Riverside Avenue, 12th	Floor				
		Jacksonville, Florida 32202	·····				
	Telephone:	(904) 623-8103 (office)					
		(other)					
	Facslmile:	(904) 623-8100					

cc: Name:

Thomas A. Hajda

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer	
EverBank	

By: W. P. R. W.	This is bid number 4 of 6 bids submitted.
	<u>.</u>
(signature) Name: W. Blake Willon	****
Title: President and Chief Financial Officer	
Date: September 26, 2007	

5/4

## EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This is bid number 5 of \_\_\_ bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: Ever Bank, Jacksonville, Florida
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

**Insured Deposits Only** 

% of Assumed Deposits. Par Bid

В. Loan Pool Purchase Options with the Deposit Franchise (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools Waive the option to purchase certain or all Loan Pools

Everbank Jacksonville Florida

This is bid number 5 of \_\_ bids submitted.

### III. Loan Pool Purchase

A. The Potential Acquirer is:

(Name, City, State) Loan Pools 110 SFR Non-Jumbo Fixed Alt Docs Loans - Everhome ትዓ.<u>ዛዛ%</u> of Book Value. 120 SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome 44% of Book Value. 130 SFR Non-Jumbo ARMS Alt Docs Loans - Everhome <u> 4억%</u> of Book Value. 140 SFR Non-Jumbo ARMS Alt Docs Loans - Not Eyerhome of Book Value. 150 SFR Jumbo Fixed Alt Docs Loans - Everhome 74.44% of Book Value. 170 SFR Jumbo ARM Alt Docs Loans - Everhome . 44 % of Book Value. 175 SFR Jumbo ARM Alt Docs Loans - Not Everhome પુષ્ % of Book Value. 180 SFR Sub-Prime First Lien - Everhome 44 % of Book Value. 190 SFR Sub-Prime Second Lien - Everhome <u> 3ዓ. 44 %</u> of Book Value. 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome 31,44 % of Book Value. 202 I/O Non-Jumbo ARMS Alt Doc -- Everhome 204 I/O Jumbo & Option ARMS Full Docs - Everhome <del>२१. ५५</del> % of Book Value. 206 I/O Non-Jumbo ARM Alt Doc Loans - Everhome 19,44 % of Book Value. ામું % of Book Value.

210 Government Loans FHA / VA Loans - Everhome 220 Lease Portfolio - NBF 230 All Other Secured Commercial No Bid % of Book Value. 240 2nd Mortgage SFR Consumer - Everhome <del>19. ૫૫</del> % of Book Value. 245 2nd Mtg SFR Consumer- Not Everhome 250 Home Equity Line of Credit - GMAC 252 Home Equity Line Of Credit - Everhome

<u>ችዓ. 44 %</u> of Book Value. 39,44 % of Book Value. 19.44 % of Book Value. ትዓ, ዛዛ % of Book Value. No BTY % of Book Value.

Kul % of Book Value.\*

260 Other Secured Consumer - SST 280 Community Reinvestment - Net Bank

255 HELOCs - Not Everhome or GMAC

No Bul % of Book Value.

#### B. Note: Linked Bids

Bids on the above Loan Pools:

are linked to each other are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to each other.

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

			This is bid number 5 of bids submitted.
	之 门	Bids on the Loan Pools are linked to the deposit f Bids on the Loan Pools are not linked to the depo	ranchise bid. sit franchise bid.
C.	NetB	ank Business Finance	
also g or uti	given th	are the winning bidder for Loan Pool 220 (Lease e option to acquire and assume all other assets and NetBank Business Finance. This will include;	Portfolio – NBF), you are I liabilities associated with
	(1)	being assigned the lease for the premises utilize Finance:	d by NetBank Business
	(2)	assuming the leases for or purchasing all furnitu	re, fixtures, and
	(3)	equipment located at the premises utilized by Neasuming all contracts and any other agreements	etBank Business Finance; s associated with or
	(4)	utilized by NetBank Business Finance; and purchasing all other assets and assuming all other with or utilized by NetBank Business Finance wand records of either the Failed Bank or NetBank	hich appears on the books
and shall be in	The properties addition	rice for any asset purchased pursuant to this option on to the amount paid for Loan Pool 220 (Lease P	1 shall be its Book Value ortfolio – NBF).
will:	If you	are the winning bidder for Loan Pool 220 (Lease	Portfolio – NBF), you
Alu		Exercise the foregoing option. Waive the foregoing option.	

This is bid number 5 of 6 bids submitted.

## D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

No Bid % of Combined Book Value for all nine (9) Pools.

NIA	<ul> <li>Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid.</li> <li>Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid</li> </ul>
• *	and the state of t

of 6 bids submitte	d.

IV.	Resulting !	<u>Institution</u>	<u>Information</u>	(Place	"2X"	where and	as ap	proj	priate	)
-----	-------------	--------------------	--------------------	--------	------	-----------	-------	------	--------	---

If t	he Potential Acquirer's Bid is accepted:
(i)	the resulting financial institution will be a
	bank thrift
(II)	the resulting financial institution
	will  will not involve a de novo institution
(iii)	the resulting financial institution
	will will not be operated as a branch of the Acquirer
Upor	will not be operated as a branch of the Acquirer
resul	will not be operated as a branch of the Acquirer consummation of any transaction contemplated in this Bid, the name of the
resul	X will not be operated as a branch of the Acquirer n consummation of any transaction contemplated in this Bid, the name of the ting financial institution involved in the transaction will be such institution will be a:
resul	X   will not be operated as a branch of the Acquirer
resul	X   will not be operated as a branch of the Acquirer
resul	X   will not be operated as a branch of the Acquirer
resul	X   will not be operated as a branch of the Acquirer
resul	X   will not be operated as a branch of the Acquirer

		This is bid number 5 of 6 bids submitted.
	Name of holding company:	
	Address of holding company:	
	The holding company will be a:  bank holding company thrift holding company	
V.	Contact  The following person is the designated contact person for Name: W. Blake Wilson  Title: President and Chief Financial C	•
	Address: <u>501 Riverside Avenue</u> , 12th Jacksonville, Florida 3220	
	Telephone: (904) 613-8103 (office)	
	Facsimile: (904) 623-8100	

This is bid number 5
of <u>b</u> bids submitted.

cc: Name:

Thomas A. Hajda

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer	
Everbank	

By: W. Byl Wl	This is bid number of bids submi
(signature) Name: W. Rlake Wilson	
Title: President and Chief Financial Officer	
Date: September 26, 2007	

## EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

	bid number	
of_	bids subm <u>ما</u>	ıitted.

- T. **Omitted**
- II. Purchase and Assumption Bid

The Potential Acquirer is: Ever Bank, Jacksonville, Florida (Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid amount is:

Insured Deposits Only

% of Assumed Deposits. (PAPRICD)

B. Loan Pool Purchase Options with the Deposit Franchise (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools Waive the option to purchase certain or all Loan Pools

This is bid number 6 of bids submitted.

## III. Loan Pool Purchase

	A. The Potential Acquirer is: Ever Bank Ta	LH SONVILLE	FLORIDA
	(Name, City, State)  Loan Pools	•	
110		84.25%	of Book Value.
120	MON ANTINOO I INCO INC DOCS FORITS - IAOF DACKHONIE	%	of Book Value.
130	4- MANAGE AND A FIGURE - TACHIONE	84.25%	
140	and the same of the same and th	%	
150	The property of the post posting — Everinoising	84.25%	
170		84.25%	
175	The property of the property of the pack including	%	
180	and a remort with Thorn a that Molling	- %	
190	Trans removed blott - PACHIOHIE	%	
200	The same of the same of the same of the same		of Book Value.
202	I/O Non-Jumbo ARMS Alt Doc - Everhome	84.25%	
204	I/O Jumbo & Option ARMS Full Docs - Everhome		of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome		of Book Value.
210	Government Loans FHA / VA Loans - Everhome		
220	Lease Portfolio - NBF	<u> </u>	of Book Value.
230	All Other Secured Commercial		
240	2nd Mortgage SFR Consumer - Everhome	%	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	84.25 %	
250	Home Equity Line of Credit - GMAC	%	( 4440.
252	Home Equity Line Of Credit - Everhome	<u>%</u>	
255	HELOCs - Not Everhome or GMAC	84.as %	of Book Value.
260	Other Secured Consumer - SST		of Book Value.
280	Community Reinvestment - Net Bank		of Book Value.
		%	of Book Value.

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

# B. Note: Linked Bids

Bids on the above Loan Pools:

are linked to each other
are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

This	is bio	d num	ber	6
of	_6_	bids	subn	nitted.

$\bowtie$	Bids on	the Loan	Pools are	linked to the	deposit fran	chise bid.	
	Bids on	the Loan	Pools are	not linked to	the deposit	franchise b	oid.

## C. NetBank Business Finance

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance:
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you will:

[]	Exercise the foregoing option.
X	Waive the foregoing option.

This is bid number \_\_\_\_\_\_ of \_\_\_\_\_ bids submitted.

## D. Shared Loss Pool Purchase

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

No SIO % of Combined Book Value for all nine (9) Pools.

	Bid on	the Shared	Loss Loan	Pool is	linked to the	deposit fran	ichise bid.
$\mathbb{Z}$	Bid on	the Shared	Loss Loan	Pool is	not linked to	the deposit	ichise bid. franchise bid

This	is bio	d nun	nber	<u>6</u>
of	<u>6</u>	bids	subn	nitted.

IV.	Resulting Institution Information	(Place "Xs" where and	i as appropriate)
-----	-----------------------------------	-----------------------	-------------------

IXESU.	tung m	Struction Into mation (1 face X3 where and as appropriate)
A.	If the	Potential Acquirer's Bid is accepted:
	(i)	the resulting financial institution will be a
		bank thrift
	(ii)	the resulting financial institution
		will will not involve a de novo institution
	(iii)	the resulting financial institution
		will will not be operated as a branch of the Acquirer
В.	Upon resulti	consummation of any transaction contemplated in this Bid, the name of the ng financial institution involved in the transaction will be
	Eve	Y Bank
	and su	ch institution will be a:
		national bank state member bank state non member bank federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)

C. To be completed only if a holding company is involved:

		of 6 bids submit
Na:	ne of holding company:	
Ado	lress of holding company:	
The	holding company will be a:	
	bank holding company thrift holding company	
Contact		
The followi	ng person is the designated contact person for the	Potential Acquirer:
Name: W.	Blake Wilson	
Title: Pro	sident and Chief Financial Office	<u> </u>
Address:	501 Riverside Avenue, 12th Flo	ους
	Jacksonville, Florida 32202	· · · · · · · · · · · · · · · · · · ·
Telephone:	(904) 623-8103 (office)	
proudi	(other)	
	(904) 623-8100	

		This is bid number of bids submitted.
cc: Name:	Thomas A. Hajda	

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer	
EverBank	

	This is bid number \( \frac{\b}{\chi} \) bids submitte
W. Bel W.	0. <u>v</u> 5.45 340
Name: W. Blake Wilson	
Title: President and Chief Financial Officer	
Date: September 26, 2007	

# EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation

1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

First Tennessee Bank National Association

165 Madison Avenue Memphis, TN 38103

OCC Charter #336

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

This is	bid number
of_	bids submitted.

- I. Omitted
- II. Purchase and Assumption Bid

The Potential Acquirer is: First Tennessee Bank National Association OCC Charter # 335
(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A. Deposit Franchise Transaction (All Offices):

The bid percentage below is

The bid amount is:

intended to approximate \$1,000,000.00

Insured Deposits Only .000739

% of Assumed Deposits.

B. Loan Pool Purchase Options with the Deposit Franchise
(LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)

Exercise the option to purchase certain or all Loan Pools
Waive the option to purchase certain or all Loan Pools

	This is bid number
	of bids submitted
III. Loan Pool Purchase	
A. The Potential Acquirer is:	
Loan Pools (Name, City, State)	
SFR Non-Jumbo Fixed Alt Docs Loans - Everhome SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome SFR Non-Jumbo ARMS Alt Docs Loans - Everhome SFR Non-Jumbo ARMS Alt Docs Loans - Everhome SFR Jumbo Fixed Alt Docs Loans - Everhome SFR Jumbo Fixed Alt Docs Loans - Everhome SFR Jumbo ARM Alt Docs Loans - Everhome SFR Jumbo ARM Alt Docs Loans - Not Everhome SFR Sub-Prime First Lien - Everhome SFR Sub-Prime Second Lien - Everhome JO Jumbo & Non-Jumbo ARMS Full & Alt Docs - Everhome JO Jumbo & Option ARMS Full Docs - Everhome JO Jumbo & Option ARMS Full Docs - Everhome JO Jumbo & Option ARMS Full Docs - Everhome Lease Portfolio - NBF All Other Secured Commercial All Other Secured Commercial All Other Secured Commercial Cond Mortgage SFR Consumer - Everhome Home Equity Line of Credit - GMAC STR SUB-Prime First Lien - Everhome HELOCs - Not Everhome or GMAC Community Reinvestment - Net Bank  * By bidding on Loan Pool 220, you agree to assume certain liability other assets as more fully described in the Bid Instructions.	% of Book Value.
B. Note: Linked Bids	
Bids on the above Loan Pools:	
are linked to each other are not linked to each other	
Note: If neither of the forgoing boxes are checked with that the loan pool bids are not linked to each other.	th an "x" it will be assumed

			This is bid number	
			of bids submitted.	
		Bids on the Loan Pools are linked to the deposit Bids on the Loan Pools are not linked to the deposit	franchise bid. Osit franchise bid.	
C.	Netl	Bank Business Finance		
also or ut	REACTI II	ou are the winning bidder for Loan Pool 220 (Leas ne option to acquire and assume all other assets an y NetBank Business Finance. This will include;	e Portfolio - NBF), you are d liabilities associated with	
	(1) being assigned the lease for the premises utilized by NetBank Business Finance:			
	(2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;			
	(3)	utilized by NetBank Business Finance; and		
	(4)	purchasing all other assets and assuming all other with or utilized by NetBank Business Finance wand records of either the Failed Bank or NetBank	which appears on the basis.	
The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).				
will:	If you	are the winning bidder for Loan Pool 220 (Lease	Portfolio – NBF), you	
		Exercise the foregoing option. Waive the foregoing option.		

This is bid number

of \_\_\_\_ bids submitted.

D.	Shared Loss Pool Purchase
110	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome
130	SFR Non-Jumbo ARMS Alt Docs Loans - Everhome
150	SFR Jumbo Fixed Alt Docs Loans - Everhome
170	SFR Jumbo ARM Alt Docs Loans - Everhome
180	SFR Sub-Prime First Lien - Everhome
	I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
202	I/O Non-Jumbo ARMS Alt Doc - Everhome
204	I/O Jumbo & Option ARMS Full Docs - Everhome
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome
	Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid. Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bid.

AN TO FOOT OB '09 LUT ANT 279 4548

This is	bid number
of_	bids submitted.
L	

IV.	Resulting Institution Information	(Place "Xs"	where and as	арргор	riate)
-----	-----------------------------------	-------------	--------------	--------	--------

If the	e Potential Acquirer's Bid is accepted:
(i)	the resulting financial institution will be a
	x bank thrift
(ii)	the resulting financial institution
	will  x will not involve a de novo institution
(iii)	the resulting financial institution
	will will not be operated as a branch of the Acquirer
Upon resulti	consummation of any transaction contemplated in this Bid, the name of the ng financial institution involved in the transaction will be
First	Tennessee Bank National Association, OCC # 336
and su	ch institution will be a:
	national bank state member bank state non member bank federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)
	(ii) (iii) Upon resulti

To be completed only if a holding company is involved: C.

	Nam	ne of holding company:	This is bid number of bids submitted
	Addr	ress of holding company:	
	The h	holding company will be a:  bank holding company thrift holding company	
v.	Name:Mil	g person is the designated contact person for the Portion A. Gutelius, Jr.	tential Acquirer:
	Address:	165 Madison Avenue Memphis, TN 38103	
	Telephone:	901-523-4234 (office)	
	Facsimile:	901-523-4614	

AAY 20. 2001 ABY BO LUT BOT 959 4549

		This is bid number of bids submitted.
cc: Name:	Karen Goff	

## VL Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed N	Name of	Potential	Acquirer
-----------	---------	-----------	----------

First Tennessee Bank National Association

6701 01 0 0 0 ( - O	This is bid number of bids submitted.
By: Millery M. Onteliny.	
Name: Milton A. Gutelius, Jr.  Title: Senior Vice President & Treasurer	
Date: September 25, 2007	

Sep 26 2007 7:28 P. 02

## EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Bank of the West

180 Montgomery Street San Francisco, ČA 94104

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

I.	Or	nitted
П.	Pu	rchase and Assumption Bid
	The	Potential Acquirer is:
		(Name, City, State)
	FDI disco	may be stated as a premium or as a discount. A premium is a positive dollar amount liting from a positive percentage bid of Assumed Deposits paid by the acquirer to the C for the purchase of assets and to assume certain liabilities of the Institution. A point is a negative dollar amount resulting from a negative percentage bid of Assumed posits to be paid by the FDIC to the acquirer for the purchase of assets and to assume in liabilities of the Institution. Discount bids must be included in parenthesis "()".
	A.	Deposit Franchise Transaction (All Offices):
		The bid amount is: NO BID
		Insured Deposits Only % of Assumed Deposits.
	B.	Loan Pool Purchase Options with the Deposit Franchise (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)
		Exercise the option to purchase certain or all Loan Pools Waive the option to purchase certain or all Loan Pools



## III. Loan Pool Purchase

## A. The Potential Acquirer is: Bank of the West, San Francisco, CA (Name, City, State) Loan Pools

110		0.4	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans — Not Everhome	%	
130	SFR Non-Jumbo ARMS Alt Docs Loans — Everhome	%	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans — Not Everhome	%	of Book Value.
150	SPR Tumbo Rived Alt Door Loans — Not Everhome	%	of Book Value.
170	The state of the s	%	of Book Value.
175		%	of Book Value.
180	The Local Lydis - Ival Evername	%	of Book Value.
190		%	of Book Value.
-	CASLUDING	%	of Book Value.
200	TOTAL STATE OF THE	<del></del>	of Book Value.
202	VO Non-Jumbo ARMS Alt Doc — Everhome		of Book Value.
204	I/O Jumbo & Option ARMS Full Docs - Everhome	%	
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	%	of Book Value.
210	Government Loans FHA / VA Loans — Everhome	%	of Book Value.
220	Lease Portfolio - NBF	%	of Book Value.
230	All Other Secured Commercial	90.00** %	of Book Value.*
240	2nd Mortgage SFR Consumer - Everhome	%	of Book Value.
245	2nd Mtg SPR Consumer- Not Everhome	%	of Book Value.
250	Home Equity Line of Credit - GMAC	%	of Book Value.
252	Home Paule I in Occ. 11	%	of Book Value.
255	Home Equity Line Of Credit — Everhome	%	of Book Value.
260	HELOCs - Not Everhome or GMAC	<del></del>	of Book Value.
	Other Secured Consumer - SST	%	of Book Value.
280	Community Reinvestment - Net Bank	<del></del>	of Book Value.
			4 ATITO

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

#### B. Note: Linked Bids

Rids	on the above Loan Pools:
	are linked to each other are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to each other.

<sup>\*\*</sup> Bank of the West's bid for Loan Pool 220 is subject to the following changes in the Loan Sale Agreement: (a) The Settlement Date shall not be earlier than 150 days from the Closing Date. (b) Section 2.4(a)(1) shall be revised to read in part: "(1) for Loans which are leases, any changes in the outstanding balance on the Failed Bank's books as of the Bank Closing Date, the unearned income



Bids on the Loan Pools are linked to the deposit franchise bid. Bids on the Loan Pools are not linked to the deposit franchise bid
--

# C. NetBank Business Finance

If you are the winning bidder for Loan Pool 220 (Lease Portfolio — NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
   (3) assuming all contracts and any other part by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio — NBF).

If you are the winning bidder for Loan Pool 220 (Lease Portfolio — NBF), you will:

<u>[X]**</u> ∐	Exercise the foregoing option. Waive the foregoing option.
	" are to to to Editif Obiton.

<sup>\*\*</sup> Bank of the West's bid for Loan Pool 220 is subject to the following changes in the Loan Sale Agreement: (a) The Settlement Date shall not be earlier than 150 days from the Closing Date. (b) Section 2.4(a)(1) shall be revised to read in part: "(1) for Loans which are leases, any changes in the outstanding balance on the Failed Bank's books as of the Bank Closing Date, the uncarned income and the Book Value".



IV.	Resulting Institution	Information	Place "Xs"	where and as	appropriate)
1 Y .	Vestition interior	THIVIMIALIVE	(T 1000 250	1111414 HING HD	whhichtiere)

A.	If the Potential Acquirer's Bid is accepted:		
	(i)	the resulting financial institution will be a	
		X bank thrift	
	(ii)	the resulting financial institution	
		will  will not involve a de novo institution	
	(iii)	the resulting financial institution	
		will  will not be operated as a branch of the Acquirer	
B.		consummation of any transaction contemplated in this Bid, the name of the ing financial institution involved in the transaction will be	
	<u>Bank</u>	of the West	
	and sı	ich institution will be a:	
		national bank state member bank X state non member bank federal savings bank state savings bank federal savings and loan association state savings and loan association other (please explain)	

To be completed only if a holding company is involved: C.



cc: Name: Jer

Jerry Newell cell (925/381-7193)

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer	
BANK OF THE WEST	

## BANK OF THE WEST CERTIFICATE OF INCUMBENCY

The undersigned Assistant Secretary of Bank of the West, a California banking corporation ("Bank"), hereby certifies as follows:

- 1. That she is the duly elected, qualified and acting Assistant Secretary of the Bank and is charged with maintaining the records, minutes and seal of the Bank.
- 2. That pursuant to the Bank's By-Laws, as amended, the following named persons were designated and appointed to the offices indicated below, and that said persons do continue to hold such offices at this time, and the signatures set forth opposite the names are genuine signatures.

Name	Title	Signature
Jerry Newell	Executive Vice President	Travels
Patrick Pages	Senior Vice President	Juna.
Richard Aubrey	Senior Vice President	Kum

3. That pursuant to the Bank's By-Laws, as amended, the undersigned has the power and authority to execute this certificate on behalf of the Bank and that she has so executed this certificate and set the seal of the Bank this 25<sup>th</sup> day of September 2007.

Elisabeth de Saussay Assistant Secretary

Contract of the Contract of th
大学 (大学 <del>大学 大学 )                                     </del>
を連続する。これを表示などは、他によるな

Ву: (	MUNEU	
`	(signature)	
Name:	Jerry Newell	
Title:	Executive Vice President	
Date	September 25, 2007	

### EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Beal Banc Holding Company on behalf of its to be

formed subsidiary Beal Savings Bank and Beal Bank, ssb

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a

This is bid number 1	7
of 2 bids submitted.	1

<b>I.</b> :	O	mitted	
n.	Pu	rchase and Assumption Bid	
	Th	Beal Bank, ssb, Plano, Texas/ e Potential Acquirer is: Beal Savings Bank, Plano, Texas (Name, City, State)	
	disc Dep	s may be stated as a premium or as a discount. A premium is a positive dollar amount alting from a positive percentage bid of Assumed Deposits paid by the acquirer to the C for the purchase of assets and to assume certain liabilities of the Institution. A ount is a negative dollar amount resulting from a negative percentage bid of Assumed osits to be paid by the FDIC to the acquirer for the purchase of assets and to assume ain liabilities of the Institution. Discount bids must be included in parenthesis "()".  Deposit Franchise Transaction (All Offices):	
	The bid amount is:		
· .	···· <u>.</u>	Insured Deposits Only % of Assumed Deposits.	
	В.	We are not bidding on the deposits  Loan Pool Purchase Options with the Deposit Franchise  (LOAN POOLS LISTED IN SECTION III.A. AND SECTION III.D.)	
		Exercise the option to purchase certain or all Loan Pools  Waive the option to purchase certain or all Loan Pools	

### III. Loan Pool Purchase

A. The Potential Acquirer is: Real Savings Bank, Plano, Texas (Name, City, State) Loan Pools

	10.000		
	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome		
12	or it from Jumbo Fixed Alf Door I come State	80.20	% of Book Value.
13	SFR Non-Jumbo ARMS Alt Docs Loans - Everhome	80.20	% of Book Value.
14	O SFR Non-Jumbo APMS ALL DOCK LOARS - Everhome		
15	O SFR Jumbo Fixed Ala Des Loans - Not Everhome O SFR Jumbo Fixed Ala Des Loans - Not Everhome	80.20	% of Book Value.
170		80.20 9	Tuluo,
17:	Turno Milliore I nano Director	80.20 9	
180	DIR Jumpo AKM Alt Does I cane Not Fee 1	80.20	, , , , , , , , , , , , , , , , ,
	or it out-fille first Lien - Everhous-	80.20 9	
190	SPK Sub-Prime Second Lien Essential	80.20 %	of Book Value.
200	" I/O JIIIOO & Non-Jimbo ARMS Full & Alk n	80.20 %	of Book Value.
202		80.20 %	of Book Value
204	I/O Jumbo & Option ARMS Full Docs - Everhome I/O Non-Jumbo A PA A A Docs - Everhome	80.20 %	of Book Value.
206	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	80.20%	of Book Value.
210	Government Lorge FLIA / Trans- Everhome	80.20%	of Book True
220	Government Loans FHA / VA Loans - Evernome Lease Portfolio - NBF	80.20%	of Dook Asing.
230			
240	All Other Secured Commercial	%	OOK VALUE.
	2nd Mortgage SFR Consumer - Everhome	%	of Book Value.
245	and Mig Srk Consumer- Not Fresham	<u>%</u>	of Book Value.
250	Trottle Equity Line of Credit - Child C	%	of Book Value.
252	Home Equity Line Of Credit - Everhome	%	of Book Value.
255	HELOCs - Not Everhome or GMAC	%	of Book Value.
260	Other Secured Consumer - SST	%	of Dook value.
280	Community Poissont Consumer - 55 I		of Book Value.
	Community Reinvestment - Net Bank		of Book Value.
	bidding on Loan Real 200	<u>%</u>	of Book Value.
DΥ	DURING ON Loop Date 1 000		

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

### B. Note: Linked Bids

Bids on the above Loan Pools:

are linked to each other

are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to each other.

This is bid number 1	7
of 2 bids submitted.	l

[\_\_] Bids on the Loan Pools are linked to the deposit franchise bid.

[x] Bids on the Loan Pools are not linked to the deposit franchise bid.

### NetBank Business Finance C.

If you are the winning bidder for Loan Pool 220 (Lease Portfolio - NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- being assigned the lease for the premises utilized by NetBank Business (1) (2)
- assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance; (3)
- assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- purchasing all other assets and assuming all other liabilities associated (4) with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio - NBF).

will:	If you are the winning bidder for Loan Pool 220 (Lease Portfolio - NBF), 3		
		Exercise the foregoing option.  Waive the foregoing option.	

This is	bid number 1
of_2	bids submitted.

### D. **Shared Loss Pool Purchase**

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

%	of Combined Book Value for all nine (9) Pools.
---	--

[] Bid on the Shared Loss Loan Pool is linked to the deposit franchise bid. [] Bid on the Shared Loss Loan Pool is not linked to the deposit franchise bi
--

		Try			
		This is bid number 1			
		of 2 bids submitted.			
IV.	Regulting Treatment				
	Resulting Institution Information (Place "Xs" where and as appropriate)				
	A. If the Potential Acquirer's Bid is accepted:				
	(i) the resulting financial institution will be a				
	bank 10(1) election thrift				
	(ii) the resulting financial institution				
	<u> </u>				
	will not				
	involve a de novo institution				
	(iii) the resulting financial institution				
	will				
	x_will not				
_	be operated as a branch of the Acquirer				
В.	POM COMSUMBATION OF ACCUSE				
	resulting financial institution involved in the transaction will  Beal Bank, seb, Plant	Bid, the name of the			
	Beal Bank ask Bt	be			
	Beal Bank, ssb, Plano, Texas/ and/or Beal Savings Bank, Plano, Texas				
	and such institution will be a:				
	national bank				
	state member bank				
	state non member bank				
	federal savings bank				
	_x_ state savings bank				
	federal savings and loan association				
	state savings and loan association				
	other (please explain)				
C.	To be completed only if a holding company is involved:				
	. 5 mvolved.				

	Name of holding company:  Beal: Banc Holding Company 100% own  Address of holding company:  6000 Legacy Drive, Plano, Texas	This is bid number _1 of 2 bids submitted.  ned by Beal Financial Corporation
	The holding company will be a:  bank holding company thrift holding company	
V. <u>Contact</u> The following Name: Title:	owing person is the designated contact person for the P  Jonathan Goodman/Molly Curl	
Address:	6000 Legacy Drive, Plano, Texas	
Telephone: Facsimile:	469-467-5600 (office) (other)	

		This is bid number _1 of _2 bids submitted.
cc:	Name:	

## VI. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid with respect to the transaction contemplated herein has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Confidentiality Agreement, is eligible to purchase assets and able to execute a Purchaser Eligibility Certification ("Certification") and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Confidentiality Agreement and its eligibility to purchase assets and ability to execute a Certification, are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading. The Potential Acquirer agrees that if it is a successful bidder that on notification it will execute and immediately deliver to the FDIC a Certification via fax and overnight delivery.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Printed Name of Potential Acquirer	
Beal Bank, ssb, Plano, Texas/ Beal Savings Bank	and/or

By: (signature)	This is bid number 1 of 2 bids submitted.
Name:Andrew Beal	
Title: President	
Date:September 26, 2007	

### EXHIBIT "A" BID FORM

TO:

Federal Deposit Insurance Corporation

1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Beal Band Holding Company on behalf of its to be formed Mibsidiary Beal Savings Bank and Beal Bank, asb

BID FOR:

NetBank

Alpharetta, GA (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets and liabilities pursuant to a Purchase and Assumption Agreement and a Loan Sale Agreement.

I.	Omitted	
n.	Purchase and Assumption Bid	
	The Potential Acquirer is:	Beal Bank, ssb, Plano, Texas/ Beal Savings Bank, Plano, Texas
	-	(Name, City, State)

Bids may be stated as a premium or as a discount. A premium is a positive dollar amount resulting from a positive percentage bid of Assumed Deposits paid by the acquirer to the FDIC for the purchase of assets and to assume certain liabilities of the Institution. A discount is a negative dollar amount resulting from a negative percentage bid of Assumed Deposits to be paid by the FDIC to the acquirer for the purchase of assets and to assume certain liabilities of the Institution. Discount bids must be included in parenthesis "()".

A.	Deposit Franchise Transaction (All	Offices):
	The bid amount is:	
	Insured Deposits Only	% of Assumed Deposits.
В.	We are not bidding on the de Loan Pool Purchase Options <u>with th</u> (LOAN POOLS LISTED IN	
	Exercise the option to purch Waive the option to purchas	ase certain or all Loan Pools e certain or all Loan Pools

10.341 7. 3

### III. Loan Pool Purchase

WELL ZU. ZUVI TU. UIDA

A. The Potential Acquirer is:

Beal Bank, ssb, Plano, Texas

Real Savings Bank, Plano, Texas

(Name, City, State)

Loan Pools

110	SFR Non-Jumbo Fixed Alt Docs Loans - Everhome	%	of Book Value.
120	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome	%	of Book Value.
130	SFR Non-Jumbo ARMS Alt Docs Loans - Everhome	%	of Book Value.
140	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome	%	of Book Value.
150	SFR Jumbo Fixed Alt Docs Loans - Everhome	%	of Book Value.
170	SFR Jumbo ARM Alt Docs Loans - Everhome	%	of Book Value.
175	SFR Jumbo ARM Alt Docs Loans - Not Everhome	%	of Book Value.
180	SFR Sub-Prime First Lien - Everhome	<del></del> %	of Book Value,
190	SFR Sub-Prime Second Lien - Everhome	<del></del> %	
200	I/O Jmbo & Non-Imbo ARMS Full & Alt Docs -Everhome	%	
	I/O Non-Jumbo ARMS Alt Doc – Everhome	<del>%</del>	
202	I/O Jumbo & Option ARMS Full Docs - Everhome	<del>%</del>	
204	I/O Non-Jumbo ARM Alt Doc Loans - Everhome	<del>%</del>	of Book Value.
206		%	
210	Government Loans FHA / VA Loans - Everhome		
220	Lease Portfolio - NBF		of Book Value.*
230	All Other Secured Commercial		of Book Value.
240	2nd Mortgage SFR Consumer - Everhome	72.30 %	of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome	72.30 %	of Book Value.
250	Home Equity Line of Credit - GMAC	%	of Book Value.
252	Home Equity Line Of Credit - Everhome	%	of Book Value.
255	HELOCs - Not Everhome or GMAC	%	of Book Value.
260	Other Secured Consumer - SST	72.30 %	of Book Value.
280	Community Reinvestment - Net Bank		of Book Value.
200	CANTINETICAL ASSESSMENT OF ASS		

<sup>\*</sup> By bidding on Loan Pool 220, you agree to assume certain liabilities and to purchase certain other assets as more fully described in the Bid Instructions.

### B. Note: Linked Bids

Bids on the above Loan Pools:

[X] are linked to each other
are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

10, 741

<u>[</u>	Bids o	n the Loan	Pools are	linked to the	deposit fran	ichise bid.	
<u>x</u>	Bids o	n the Loan	Pools are	not linked to	the deposit	franchise	bid.

### C. NetBank Business Finance

USIG ZUG ZUVF TURVITIMI

If you are the winning bidder for Loan Pool 220 (Lease Portfolio – NBF), you are also given the option to acquire and assume all other assets and liabilities associated with or utilized by NetBank Business Finance. This will include;

- (1) being assigned the lease for the premises utilized by NetBank Business Finance;
- (2) assuming the leases for or purchasing all furniture, fixtures, and equipment located at the premises utilized by NetBank Business Finance;
- (3) assuming all contracts and any other agreements associated with or utilized by NetBank Business Finance; and
- (4) purchasing all other assets and assuming all other liabilities associated with or utilized by NetBank Business Finance which appears on the books and records of either the Failed Bank or NetBank Business Finance.

The price for any asset purchased pursuant to this option shall be its Book Value and shall be in addition to the amount paid for Loan Pool 220 (Lease Portfolio – NBF).

Waive the foregoing option.

If you	are the winning bidder for Loan F	'ool 220 (Lease Portfolio – NBF), you
	Exercise the foregoing option.	

will:

7	Chanad	T	Deal	Durchoon
D.	Snaren	LOSS	LOOI	Purchase

CLIF ZU. ZUVI TU. VITAL

- 110 SFR Non-Jumbo Fixed Alt Docs Loans Everhome
- 130 SFR Non-Jumbo ARMS Alt Docs Loans Everhome
- 150 SFR Jumbo Fixed Alt Docs Loans Everhome
- 170 SFR Jumbo ARM Alt Docs Loans Everhome
- 180 SFR Sub-Prime First Lien Everhome
- 200 I/O Jmbo & Non-Jmbo ARMS Full & Alt Docs -Everhome
- 202 I/O Non-Jumbo ARMS Alt Doc Everhome
- 204 I/O Jumbo & Option ARMS Full Docs Everhome
- 206 I/O Non-Jumbo ARM Alt Doc Loans Everhome

		<u>%</u> 0	or Comb	mea Boo	ok value	Or all	mue (A)	POOIS.		
מונ	id an tha	Chos	ad T ann	T con De	al ta lini	end to th		4 C1	لتلت سال	
_	id on the									

A.

В.

This	is	bid number	2
of	2	bids subr	nitted.

IV.	Resulting Institution Information	(Place "Xs" where and as ap	propriate)
-----	-----------------------------------	-----------------------------	------------

- If the Potential Acquirer's Bid is accepted: (i) the resulting financial institution will be a x bank 10(1) election thrift the resulting financial institution (ii) will will not involve a de novo institution the resulting financial institution (iii) will x... will not be operated as a branch of the Acquirer Upon consummation of any transaction contemplated in this Bid, the name of the resulting financial institution involved in the transaction will be Beal Bank, ssb, Plano, Texas/ and/or Beal Savings Bank, Plano, Texas and such institution will be a: national bank state member bank state non member bank \_\_ federal savings bank x state savings bank federal savings and loan association state savings and loan association other (please explain)
- C. To be completed only if a holding company is involved:

	N	ame of holding company:
		BeatlBank Holding Company 100% owned by Beal Financial Corporation
	A.	ddress of holding company: 6000 Legacy Drive, Plano, Texas
	TI	bank holding company thrift holding company
		- K - CHILL HOIGHE COMPANY
٧.	Contact	
	The follow	wing person is the designated contact person for the Potential Acquirer:
	Name:	Jonathan Goodman/Molly Curl
	Title:	
	111101	
	Address:	6000 Legacy Drive, Plano, Texas
		•
	Telephone	: 4 <u>69-467-5600</u> (office)
		(other)
	Facsimile	469-241-9571

By:

(signature)

Name:

Andrew Beal

Title:

President

Date:

September 26, 2007

Second Round

1/3

# EXHIBIT "A" SECOND ROUND LOAN POOL BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, Georgia (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets pursuant to a Loan Sale Agreement.

### · I. Loan Pool Purchase

The Potential Acquirer is: Ever Bank, Jacksonville, FZ.
(Name, City, State)

Loan Pools

140 175 180 190 230 245 250 260	SFR Non-Jumbo Fixed Alt Docs Loans – Not Everhome SFR Non-Jumbo ARMS Alt Docs Loans – Not Everhome SFR Jumbo ARM Alt Docs Loans - Not Everhome SFR Sub-Prime First Lien - Everhome SFR Sub-Prime Second Lien – Everhome All Other Secured Commercial 2nd Mtg SFR Consumer- Not Everhome Home Equity Line of Credit - GMAC Other Secured Consumer - SST	80.5 % 80.5 % % 80.5 % 80.5 % 80.5 % 80.5 %	of Book Value.
	Other Secured Consumer - SST Community Reinvestment - Net Bank		of Book Value. of Book Value.

### A. Note: Linked Bids

Bids on the above Loan Pools:

are linked to each other
are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

### II. Contact

The following	g person is the designated contact person for the Potential Acquirer:
Name: W	. Blake Wilson
Title:	side at and Chief Financial Offices
Address:	501 Riverside Avenue, 12th Flour
	Jacksonville, FL 32202
Telephone:	(904) 623-8103 (office)
	(404) 221-3891 (other)
Facsimile:	(904) 623-8100
cc: Name:	mas A Hajda

### III. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Purchaser Eligibility Certification and Confidentiality Agreement and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Purchaser Eligibility Certification and Confidentiality Agreement (which are affirmed and ratified hereby) are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

E	er Bunk
Printed	Name of Potential Acquirer
By:	(signature) (signature)
	4. 81. (4).
Name:	
Title:	President and Chief Financial Office
Date:	September 27, 2007

Y. 10

Second Round

2/3

# EXHIBIT "A" SECOND ROUND LOAN POOL BID FORM

TO:

Federal Deposit Insurance Corporation

1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Ever Bank

BID FOR:

NetBank

Alpharetta, Georgia (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets pursuant to a Loan Sale Agreement.

I. INGH FOULTUICHAS	Ĭ.	Loar	ı Pool	Purcha	ase
---------------------	----	------	--------	--------	-----

The Potential Acquirer is: Ever Bank Jackson ville, FZ.

(Name, City, State)

### Loan Pools

140		%	of Book Value. of Book Value.
	SFR Jumbo ARM Alt Docs Loans - Not Everhome		of Book Value.
180	SFR Sub-Prime First Lien - Everhome		of Book Value.
190	SFR Sub-Prime Second Lien – Everhome		of Book Value.
230	All Other Secured Commercial		of Book Value.
245	2nd Mtg SFR Consumer- Not Everhome		of Book Value.
	Home Equity Line of Credit - GMAC	%	of Book Value.
	Other Secured Consumer - SST		of Book Value.
280	Community Reinvestment - Net Bank	%	of Book Value.

### A. Note: Linked Bids

Bids on the above Loan Pools:

| <u>are linked to each other</u> | <u>are not linked to each other</u>

<u>Note:</u> If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

### II. Contact

The following person is the designated contact person for the Potential Acquirer:

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Address: <u>501 Riverside Avenue</u>, 12th Floor

Jacksonville, FL 32202

Telephone: (904) 623-8103 (office)

(other)

Facsimile: (904)623-8100

cc: Name: Thomas A. Hajda

### III. Consummation of Transaction

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Purchaser Eligibility Certification and Confidentiality Agreement and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Purchaser Eligibility Certification and Confidentiality Agreement (which are affirmed and ratified hereby) are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

Ever Benk
Printed Name of Potential Acquirer
By: W. Sll W
(signature)
Name: W. Blake Wilson
Title: President and Chief Fingueial Office
Date: September 27, 2007

Second Round

3/3

# EXHIBIT "A" SECOND ROUND LOAN POOL BID FORM

TO:

Federal Deposit Insurance Corporation

1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

EverBank

BID FOR:

NetBank

Alpharetta, Georgia (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets pursuant to a Loan Sale Agreement.

### I. Loan Pool Purchase

The Potential Acquirer is: EverBank Jackson villo, FZ.
(Name, City, State)

### Loan Pools

### A. Note: Linked Bids

Bids on the above Loan Pools:

are linked to each other
are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are <u>not</u> linked to each other.

This is bid number <u>3</u> of <u>3</u> bids submitted.

### II. Contact

The following person is the designs	ed contact person for the Potential Acquire
-------------------------------------	---

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Address: <u>501 Riverside Avenue</u>, 12th Floor

Jacksonville, FL 32202

Telephone: (404) 623 - 8103 (office)

(other)

Facsimile: (904) 623-8100

cc: Name: Thomas A. Hajda

### III. Consummation of Transaction

Bid Form-2nd 991022

September 26, 2007, 3:58:49 PM

The Potential Acquirer agrees that upon notification (which may be verbal) from the Corporation that the Potential Acquirer's Bid has been accepted, the Potential Acquirer will execute the appropriate agreement(s) and work diligently to consummate the transaction. Such consummation shall occur at such time and place as the Corporation in its sole discretion determines.

The Potential Acquirer represents and warrants that it has executed and delivered to the Corporation a Purchaser Eligibility Certification and Confidentiality Agreement and that all information provided and representations made by or on behalf of the Potential Acquirer in connection with this transaction and the transactions contemplated hereby, including, but not limited to, the Purchaser Eligibility Certification and Confidentiality Agreement (which are affirmed and ratified hereby) are and remain true and correct in all material respects and do not fail to state any fact required to make the information contained therein not misleading.

NetBank

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

	_	_	<del></del>			
Printe	d l	N	amé	of	Potential	Acquirer

By:

signature)

FracBank

Name: W. Blake Wilson

Title: President and Chief Financial Officer

Date: September 27,2007

Second Round

MX

# EXHIBIT "A" SECOND ROUND LOAN POOL BID FORM

TO:

Federal Deposit Insurance Corporation 1910 Pacific Avenue - Suite 12092

Dallas, Texas 75201

Attention:

Manager - Franchise Marketing

Division of Resolutions and Receiverships

FROM:

Beal Banc Holding Company on behalf of its to be

formed subsidiary Beal Savings Bank and Beal Bank, ssb

BID FOR:

NetBank

Alpharetta, Georgia (the "Bank")

The undersigned Potential Acquirer submits this Bid Form ("Bid"), in accordance with the Instructions to Potential Acquirers ("Instructions") and instructions contained on this Form, to acquire certain assets pursuant to a Loan Sale Agreement.

### I. Loan Pool Purchase

Beal Bank, ssb, Plano, Texas/ The Potential Acquirer is: Beal Savings Bank, Plano, Texas

(Name, City, State)

Loan Pools

SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome		of Book Value.
SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome		of Book Value.
SFR Jumbo ARM Alt Docs Loans - Not Everhome		of Book Value.
		of Book Value.
		of Book Value.
		of Book Value.
2nd Mtg SFR Consumer- Not Everhome		of Book Value.
Home Equity Line of Credit - GMAC		of Book Value.
Other Secured Consumer - SST	61.00 %	of Book Value.
		of Book Value.
	SFR Non-Jumbo Fixed Alt Docs Loans - Not Everhome SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome SFR Jumbo ARM Alt Docs Loans - Not Everhome SFR Sub-Prime First Lien - Everhome SFR Sub-Prime Second Lien - Everhome All Other Secured Commercial 2nd Mtg SFR Consumer- Not Everhome Home Equity Line of Credit - GMAC Other Secured Consumer - SST Community Reinvestment - Net Bank	SFR Non-Jumbo ARMS Alt Docs Loans - Not Everhome  SFR Jumbo ARM Alt Docs Loans - Not Everhome  SFR Sub-Prime First Lien - Everhome  SFR Sub-Prime Second Lien - Everhome  All Other Secured Commercial  2nd Mtg SFR Consumer - Not Everhome  Home Equity Line of Credit - GMAC  Other Secured Consumer - SST   61.00 %  61.00 %  61.00 %  61.00 %

#### Note: Linked Bids A.

Bids on the above Loan Pools:

[X]	are linked to each other
ī	are not linked to each other

Note: If neither of the forgoing boxes are checked with an "x" it will be assumed that the loan pool bids are not linked to each other.

The undersigned, on behalf of the Potential Acquirer, hereby certifies that (i) the Potential Acquirer has full power and authority to submit this Bid and has taken all corporate action necessary with respect thereto, and (ii) the undersigned has been duly authorized to execute and submit this Bid on behalf of the Potential Acquirer.

A Board resolution authorizing the submission of the bid and authorizing this representative to sign on behalf of the institution or group has been submitted with each bid form.

	Bank, ssb, Plano, Texas/ and/or Savings Bank
Printe	Name of Potential Acquirer
Ву:	(signature)
Name:_	Andrew Beal
Title:	President
Date:	September 27, 2007